

RENFROW & CHADWICK
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Phone: (813) 576-0047
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November 4, 1997

Attn: Barbara Keys
Corporate Services
Attorneys' Title Insurance Fund, Inc.
660 East Jefferson Street
Suite 200
Tallahassee, FL 32301

Return to
R-111 ASFG

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****122.50 ****122.50

RE: Agent 1999 James M. Chadwick

Dear Ms. Keys:

Enclosed please find original and one copy of Articles of Incorporation for Mum's the Word of Clearwater, Inc. I also include a check in the amount of \$122.50 to cover the filing fees. Please assist us by filing these Articles as soon as possible and returning one copy of filed document to me via Federal Express. Our account number is 1148-8894-0. If you have any questions, I can be reached at (813) 576-0047.

Thank you for your assistance in this matter.

Sincerely,

Virginia A. Reed
VIRGINIA A. REED
Administrative Assistant

Enclosures

FILED
97 NOV -5 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MUM'S THE WORD OF CLEARWATER, INC.

FILED
97 NOV -5 PM 4: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is MUM'S THE WORD OF CLEARWATER, INC.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Purpose

This corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes (1993) as presently enacted and as it may be amended from time to time.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000,000 shares of One Dollar (\$1.00) per value common stock, which shall be designated as "Common Shares."

ARTICLE V - Preemptive Rights

Every shareholder, upon an offer for sale for cash of any new stock or authorized but unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have

the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered agent and the principal office of this corporation is 13853 Lake Point Drive, Clearwater, Florida 34622, and the name of the initial registered agent of this corporation at that address is EMILY S. EPSTEIN.

ARTICLE VII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Emily S. Epstein	13853 Lake Point Drive Clearwater, FL 34622

ARTICLE VIII - Incorporators

The name and address of the person signing these Articles:

<u>Name</u>	<u>Address</u>
Emily S. Epstein	13853 Lake Point Drive Clearwater, FL 34622

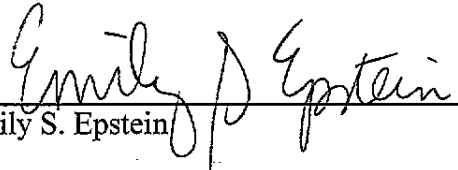
ARTICLE IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE X - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, any right conferred upon the shareholders is subject to this reservation.

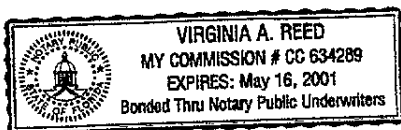
IN WITNESS WHEREOF, the undersigned incorporator has executed these Article of Incorporation this 4th day of November, 1997.

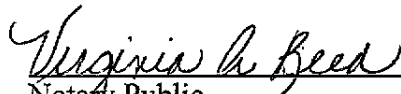


Emily S. Epstein

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 4th day of November, 1997 by EMILY S. EPSTEIN.





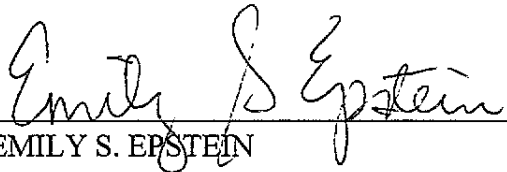
Notary Public
My commission expires: 05/16/2001

**CERTIFICATE DESIGNATING REGISTERED AGENT AND STREET ADDRESS
FOR SERVICE OF PROCESS WITHIN FLORIDA**

Pursuant to Florida Statute 48.091, MUM'S THE WORD OF CLEARWATER, INC., desiring to organize under the laws of the State of Florida, hereby designates EMILY S. EPSTEIN, located at 13853 Lake Point Drive, Clearwater, Florida 34622, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation at the place designated above, and agrees to comply with the provisions of Florida Statute 48.091(2) relative to maintaining an office for the service of process.



EMILY S. EPSTEIN

FILED
97 NOV -5 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA